

Arent, Fox, Kintner, Plotkin & Kahn

Washington Square 1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5339

RECORDATION NO. 9909-44

JAN 10 1989 11:45 AM

INTERSTATE COMMERCE COMMISSION

John D. Hushon
(202) 857-6290

January 10, 1989
JDH-89/16

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 9-010A052

Date JAN 10 1989

Fee \$ 13⁰⁰

Re: File No. 9909

ICC Washington, D.C.

Dear Madam:

I enclose for your recordation in accordance with 49 U.S.C. §11303 executed and notarized copies of a Partial Release of Security Interest dated January 5, 1989. The Security Agreement was filed with your office and assigned File No. 9909 and following. The names of the parties to the above document are as follows:

Grantor:

Mississippi Power Company

Secured Party:

Morgan Guaranty Trust Company of New York, as
Trustee

Collateral Covered:

See Schedule I (Collateral not listed on 1-A is
not being released at this time).

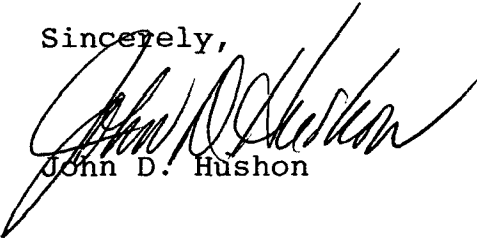
Previous filings have been made with the ICC with
respect to the railroad cars described above (Document Nos.
9909 and following).

A filing fee is enclosed. I would appreciate your
filing the foregoing document under the provisions of 49
U.S.C. §11303 and stamping the additional copies of the
document for return to the parties involved in the
transaction. We would also appreciate your returning to us a
stamped copy of this transmittal letter, which is enclosed.

Secretary
January 10, 1989
Page 2

The undersigned certifies that he is acting as special ICC counsel in this transaction, that he has reviewed the above described documents and that the summary description contained in this transmittal letter is accurate.

Sincerely,



John D. Hushon

Enclosures

STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

9909-#4
RECORDATION NO. 1111111111
JAN 1 1989 11:11 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the title of MISSISSIPPI POWER COMPANY to the property hereinafter described is subject to the lien of the Indenture dated as of September 1, 1941, as amended and supplemented (hereinafter called the "Indenture"), and executed by Mississippi Power Company (hereinafter called the "Company") to Guaranty Trust Company of New York (now Morgan Guaranty Trust Company of New York), as Trustee; and

WHEREAS, pursuant to the provisions of Section 10.03 of the Indenture, the Company has requested the undersigned, as Trustee under the Indenture, to release such property from the lien of the Indenture and such other action has been taken in respect thereto as is required by the Indenture;

NOW, THEREFORE, MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Trustee, under the authority of Section 10.03 of the Indenture, does hereby release from the lien of the Indenture all of its right, title and interest in and to the steel coal railroad hopper cars listed and described in Schedule I and for the consideration as described in Schedule II, both attached hereto and made a part hereof.

This release specifically releases the specific coal railcars described and listed on Schedule I attached from the lien of the said Indenture as filed with the Interstate Commerce Commission, Washington, D.C., as by law provided.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York has caused its corporate name to be hereunto affixed and this instrument to be signed by its President or a Vice President or a Trust Officer and its corporate seal to be hereunto affixed and attested by its Secretary or an Assistant Secretary, for and in its behalf on this the 5th day of January, 1989.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
as Trustee,

By 

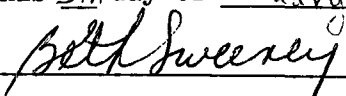
ATTEST:

STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

Personally appeared before me, the undersigned authority in and for the aforesaid state and county, JOHN W. COLE and DANIEL R. WATSON, as Vice President and ASSISTANT SECRETARY of Morgan Guaranty Trust Company of New York, who acknowledge that they signed, attached the corporate seal of the corporation thereto, and delivered the foregoing instrument on the day and year therein stated, by the authority of and as the act and deed of the corporation.

Given under my hand and official seal this 5th day of January, 1989.

BETH SWEENEY
Notary Public, State of New York
No. 31-4896262
Qualified in New York State



SCHEDULE I

LISTING OF STEEL RAILCARS SOLD BY
MISSISSIPPI POWER COMPANY
TO MIDWEST ENERGY SERVICES COMPANY AND PLM INTERNATIONAL, INC.
ON OR ABOUT JANUARY 6, 1989

DEGX 78002
DEGX 78003
DEGX 78007
DEGX 78011 **
DEGX 78012
DEGX 78019 **
DEGX 78022
DEGX 78028
DEGX 78030
DEGX 78034
DEGX 78039 **
DEGX 78040
DEGX 78043
DEGX 78045
DEGX 78052
DEGX 78064 **
DEGX 78075
DEGX 78078
DEGX 78092 **
DEGX 78093
DEGX 78100 **
DEGX 78119 **
DEGX 78136
DEGX 78141
DEGX 78142 **
DEGX 78145
DEGX 78148
DEGX 78152
DEGX 78153
DEGX 78161 **
DEGX 78164
DEGX 78171
DEGX 78190
DEGX 78194
DEGX 78200
DEGX 78203
DEGX 78210 **
DEGX 78211
DEGX 78215
DEGX 78219
DEGX 78221

DEGX 80231
DEGX 80237
DEGX 80243
DEGX 80245
DEGX 80248
DEGX 80252
DEGX 80259
DEGX 80265
DEGX 80277
DEGX 80284
DEGX 80290
DEGX 80313
DEGX 80317
DEGX 80321
DEGX 80324
DEGX 80327
DEGX 80329
DEGX 80334
DEGX 80336
DEGX 80342
DEGX 80344
DEGX 80346
DEGX 80353
DEGX 80354
DEGX 80355
DEGX 80360
DEGX 80366
DEGX 80370
DEGX 80371
DEGX 80374
DEGX 80378
DEGX 80379
DEGX 80381
DEGX 80382
DEGX 80383
DEGX 80388
DEGX 80393
DEGX 80396
DEGX 80406
DEGX 80410
DEGX 80415
DEGX 80417
DEGX 80430
DEGX 80435
DEGX 80438
DEGX 80439
DEGX 80455
DEGX 80459

DEGX 81460
DEGX 81465
DEGX 81467
DEGX 81470
DEGX 81471
DEGX 81484

SCHEDULE II

Consideration Received:

\$ 963,253.00 from
PLM International, Inc. and
\$ 113,585.00 from

Midwest Energy Services Co.
representing the current fair market
value of Mississippi Power Company's
interest in steel railcars listed in
Schedule I.

** - CARS PURCHASED BY MIDWEST ENERGY SERVICES COMPANY